**AMENDMENTS TO THE CLAIMS:**

This listing of claims will replace all prior versions and listings of claims in the application:

1-4. (Cancelled)

5. (Currently Amended) At least one chemical entity of claim 21 ~~The compound, pharmaceutically acceptable salt, hydrate, solvate, crystal form, diastereomer, prodrug, or mixture thereof according to claim 1~~, wherein the chemical entity is ~~compound or salt is~~ 3,5-bis-(4-phenoxyphenyl)-pyrazin-2-ylamine.

6. (Cancelled)

7. (Currently Amended) At least one chemical entity of claim 21 ~~The compound, pharmaceutically acceptable salt, hydrate, solvate, crystal form, diastereomer, prodrug, or mixture thereof according to claim 1,~~ wherein the ~~compound~~ at least one chemical entity ~~or salt~~ is N3-(2-methoxybenzyl)-5-(4-phenoxyphenyl)-pyrazine-2,3-diamine.

8. (Cancelled)

9. (Currently Amended) At least one chemical entity of claim 21 ~~The compound, pharmaceutically acceptable salt, hydrate, solvate, crystal form, diastereomer, prodrug, or mixture thereof according to claim 1,~~ wherein the ~~compound~~ at least one chemical entity is 4-chloro-N-(3-{6-[(4-chlorobenzyl)-methylamino]-pyrazin-2-yl}-phenyl)-benzamide.

10. (Currently Amended) At least one chemical entity of claim 21 ~~The compound, pharmaceutically acceptable salt, hydrate, solvate, crystal form, diastereomer, prodrug, or mixture thereof according to claim 1,~~ wherein the ~~compound~~

at least one chemical entity is 4-chloro-N-(3-{6-[(4-chlorobenzyl)-methylamino]-pyrazin-2-yl}-phenyl)-benzenesulfonamide.

11-13. (Cancelled)

14. (Currently Amended) At least one chemical entity of claim 21 ~~The compound, pharmaceutically acceptable salt, hydrate, solvate, crystal form, diastereomer, prodrug, or mixture thereof according to claim 1,~~ wherein in an in vitro assay of kinase modulation, the ~~compound~~ at least one chemical entity exhibits an ~~a~~ $IC_{50}$ value less than or equal to 25 micromolar.

15. (Currently Amended) A pharmaceutical composition comprising at least one chemical entity of claim 21 ~~the compound, pharmaceutically acceptable salt, hydrate, solvate, crystal form, diastereomer, prodrug, or mixture thereof according to claim 1~~, and at least one vehicle chosen from pharmaceutically acceptable carriers and ~~or~~ excipients.

16. (Currently Amended) A method of treating a kinase-implicated condition in a mammal, comprising administering to the mammal a therapeutically effective amount of at least one chemical entity of claim 21 ~~a compound, pharmaceutically acceptable salt, hydrate, solvate, crystal form, diastereomer, prodrug, or mixture thereof according to claim 1~~.

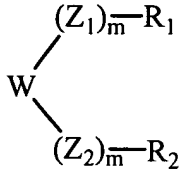
17. (Original) The method of claim 16 wherein the mammal is a human.

18. (Currently Amended) The method of claim 16 wherein the mammal is chosen from dogs and cats ~~a dog or cat~~.

19. (Original) The method of claim 16 wherein the mammal is a livestock animal.

20. (Currently Amended) A method for identifying a kinase, comprising contacting an organism, cell, or preparation comprising the kinase with at least one chemical entity of claim 21 ~~a compound or salt according to claim 1~~, and detecting modulation of an activity of the kinase.

21. (New) At least one chemical entity chosen from compounds of Formula 1:



(1)

and pharmaceutically acceptable salts, hydrates, solvates, crystal forms, diastereomers, and prodrugs thereof, wherein

$R_1$ and $R_2$ are chosen from

hydrogen,

straight chain ($C_1$-$C_7$) alkyl,

branched chain ($C_1$-$C_7$)alkyl, in which the branched alkyl chains are allowed to also form a 3-7 member ring chosen from heteroalkyl and alkyl rings,

(cyclo($C_3$-$C_6$)alkyl)methyl,

($C_1$-$C_6$)perhaloalkyl,

($C_1$-$C_6$)alkoxy,

($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy,

sulfonamido,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

phenyl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substitutents are independently chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

$(C_1\text{-}C_6)$alkyl,

$(C_1\text{-}C_6)$perhaloalkyl,

$(C_1\text{-}C_6)$alkoxy,

$(C_1\text{-}C_6)$alkyloxy-$(C_1\text{-}C_6)$alkoxy,

mono-$((C_1\text{-}C_6)$alkyl)amino,

di$((C_1\text{-}C_6)$alkyl)amino,

mono-$((C_1\text{-}C_6)$alkyl)amino$(C_1\text{-}C_6)$alkyl,

di$((C_1\text{-}C_6)$alkyl)amino$(C_1\text{-}C_6)$alkyl,

amino$(C_1\text{-}C_6)$alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido and wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy,

benzenesulfonamido,

substituted benzenesulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$perhaloalkyl, and $(C_1\text{-}C_6)$alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and trisubstituted heteroaryl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$perhaloalkyl, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkyloxy-$(C_1\text{-}C_6)$alkoxy, mono-$((C_1\text{-}C_6)$alkyl)amino, di$((C_1\text{-}C_6)$alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl mono-, and di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

benzylamino($C_1$-$C_6$)alkyl,

dibenzylamino($C_1$-$C_6$)alkyl,

substituted benzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and trisubstituted benzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are independently chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and trisubstituted dibenzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino($C_1$-$C_6$)alkyl, and

heteroaryl linked to the phenyl by a group chosen from ether, sulfide, ($C_1$-$C_3$)carbonyl, and secondary amino;

benzyl,

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl wherein the substitutents are independently chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

($C_1$-$C_6$)alkyl,

($C_1$-$C_6$)perhaloalkyl,

($C_1$-$C_6$)alkoxy,

($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

amino($C_1$-$C_6$)alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido and wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, and ($C_1$-$C_6$)alkoxy,

benzenesulfonamido,

substituted benzenesulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, and ($C_1$-$C_6$)alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and trisubstituted heteroaryl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl mono-, and di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

benzylamino($C_1$-$C_6$)alkyl,

dibenzylamino($C_1$-$C_6$)alkyl,

substituted benzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and trisubstituted benzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are independently chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and trisubstituted dibenzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino($C_1$-$C_6$)alkyl, and

heteroaryl linked to the benzyl by a group chosen from ether, sulfide, ($C_1$-$C_3$)carbonyl, and secondary amino;

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substitutents are independently chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

($C_1$-$C_6$)alkyl,

($C_1$-$C_6$)perhaloalkyl,

($C_1$-$C_6$)alkoxy,

($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

amino($C_1$-$C_6$)alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido and wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, and ($C_1$-$C_6$)alkoxy,

benzenesulfonamido,

substituted benzenesulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, and ($C_1$-$C_6$)alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and trisubstituted heteroaryl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl mono-, and di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

benzylamino($C_1$-$C_6$)alkyl,

dibenzylamino($C_1$-$C_6$)alkyl,

substituted benzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and trisubstituted benzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are independently chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and trisubstituted dibenzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino($C_1$-$C_6$)alkyl, and

heteroaryl linked to the heteroaryl by a group chosen from ether, sulfide, ($C_1$-$C_3$)carbonyl, and secondary amino;

heteroaryloxyphenyl,

substituted heteroaryloxyphenyl chosen from mono-, di-, and tri-substituted heteroaryloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, and amino($C_1$-$C_6$)alkyl,

phenyloxyphenyl,

substituted phenyloxyphenyl chosen from mono-, di-, and tri-substituted phenyloxyphenyl I wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-

$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, and amino($C_1$-$C_6$)alkyl,

4-phenyl-1-piperazinyl,

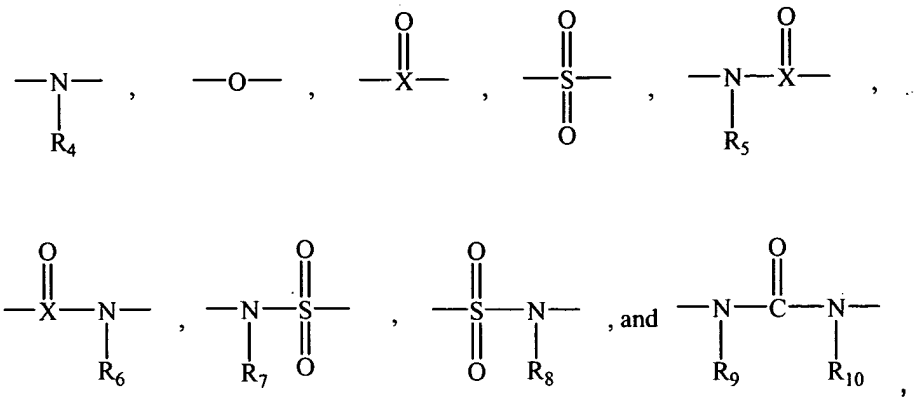
substituted 4-phenyl-1-piperazinyl chosen from mono-, di-, and tri-substituted 4-phenyl-1-piperazinyl wherein the substituents on the phenyl ring are chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl), and di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl),

4-heteroaryl-1-piperazinyl, and

substituted 4-heteroaryl-1-piperazinyl chosen from mono-, di-, and tri-substituted 4-heteroaryl-1-piperazinyl wherein the substituents on the heteroaryl ring are chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl), and di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl);

***provided that*** only one of $R_1$ and $R_2$ is chosen from hydrogen, straight chain ($C_1$-$C_7$) alkyl, and branched chain ($C_1$-$C_7$)alkyl, in which the branched alkyl chains are allowed to also form a 3-7 member ring chosen from heteroalkyl and alkyl rings;

$Z_1$ and $Z_2$ are independently chosen from



wherein

X is chosen from C and S, and

$R_4$–$R_{10}$ are independently chosen from

hydrogen,

straight chain ($C_1$-$C_6$)alkyl,

branched chain ($C_1$-$C_6$)alkyl,

phenyl,

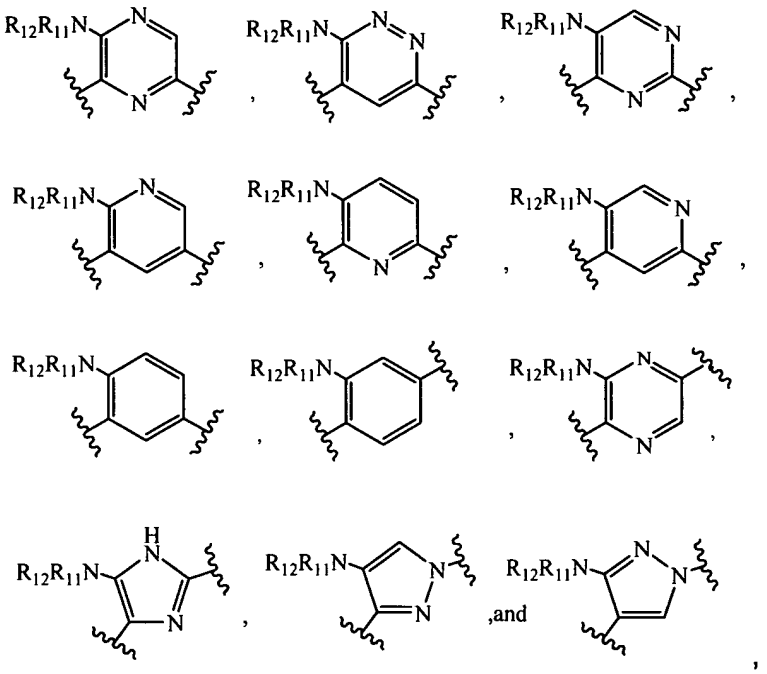
substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, and amino($C_1$-$C_6$)alkyl,

heteroaryl, and

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, and amino($C_1$-$C_6$)alkyl;

each m is independently chosen from 0 and 1; and

W is a monocyclic ring chosen from



wherein

$R_{11}$ and $R_{12}$ are independently chosen from

hydrogen,

straight chain ($C_1$-$C_7$)alkyl,

branched chain ($C_1$-$C_7$)alkyl, in which the branched alkyl chains are allowed to also form a 3-7 membered ring chosen from heteroalkyl and alkyl rings,

(cyclo($C_3$-$C_6$)alkyl)methyl,

($C_1$-$C_6$)perhaloalkyl,

sulfonamido,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$ alkyl),

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$ alkyl),

phenyl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl,

($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl, di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl, and amino(($C_1$-$C_6$)alkyl),

benzyl,

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl, di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl, and amino(($C_1$-$C_6$)alkyl),

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl, di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl, and amino(($C_1$-$C_6$)alkyl),

heteroaryloxyphenyl,

substituted heteroaryloxyphenyl chosen from mono-, di-, and tri-substituted heteroaryloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, and amino($C_1$-$C_6$ alkyl),

phenoxyphenyl,

substituted phenoxyphenyl chosen from mono-, di-, and tri-substituted phenoxyphenyl wherein the substituents are

independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, and amino($C_1$-$C_6$ alkyl),

phenyl-piperazinyl,

substituted phenyl-piperazinyl chosen from mono-, di-, and tri-substituted phenyl-piperazinyl wherein the substituents on the phenyl ring are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-($C_1$-$C_6$ alkyl)amino($C_1$-$C_6$ alkyl), and di($C_1$-$C_6$ alkyl)amino($C_1$-$C_6$ alkyl),

heteroaryl-piperazinyl, and

substituted heteroaryl-piperazinyl chosen from mono-, di-, and tri-substituted heteroaryl-piperazinyl wherein the substituents on the heteroaryl ring are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-($C_1$-$C_6$ alkyl)amino($C_1$-$C_6$ alkyl), and di($C_1$-$C_6$ alkyl)amino($C_1$-$C_6$ alkyl).

22. (New) At least one chemical entity of claim 21, wherein

$R_1$ and $R_2$ are chosen from

hydrogen,

straight chain ($C_1$-$C_7$)alkyl,

branched chain ($C_1$-$C_7$)alkyl,

(cyclo($C_3$-$C_6$)alkyl)methyl,

($C_1$-$C_6$)perhaloalkyl,

$(C_1\text{-}C_6)$alkoxy,

phenyl,

benzyl,

heteroaryl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

$(C_1\text{-}C_6)$alkyl,

$(C_1\text{-}C_6)$perhaloalkyl,

$(C_1\text{-}C_6)$alkoxy,

$(C_1\text{-}C_6)$alkyloxy-$(C_1\text{-}C_6)$alkoxy,

mono-$((C_1\text{-}C_6)$alkyl)amino,

di$((C_1\text{-}C_6)$alkyl)amino,

mono-$((C_1\text{-}C_6)$alkyl)amino$(C_1\text{-}C_6)$alkyl,

di$((C_1\text{-}C_6)$alkyl)amino$(C_1\text{-}C_6)$alkyl,

amino$(C_1\text{-}C_6)$alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy,

benzenesulfonamido,

substituted benzenesulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$perhaloalkyl, and $(C_1\text{-}C_6)$alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl, and di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

benzylamino($C_1$-$C_6$)alkyl,

dibenzylamino($C_1$-$C_6$)alkyl,

substituted benzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted benzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted dibenzylamino($C_1$-$C_6$)alkyl wherein the substituents on each of the benzyls are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino($C_1$-$C_6$)alkyl, and

heteroaryl linked to the phenyl by a group chosen from ether, sulfide, ($C_1$-$C_3$)carbonyl, and secondary amino,

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl wherein the substituents are chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

($C_1$-$C_6$)alkyl,

($C_1$-$C_6$)perhaloalkyl,

($C_1$-$C_6$)alkoxy,

($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

amino($C_1$-$C_6$)alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, and ($C_1$-$C_6$)alkoxy,

benzenesulfonamido,

substituted benzenesulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, and ($C_1$-$C_6$)alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl, and di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

benzylamino($C_1$-$C_6$)alkyl,

dibenzylamino($C_1$-$C_6$)alkyl,

substituted benzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted benzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted dibenzylamino($C_1$-$C_6$)alkyl wherein the substituents on each of the benzyls are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino($C_1$-$C_6$)alkyl, and

heteroaryl linked to the benzyl by a group chosen from ether, sulfide, ($C_1$-$C_3$)carbonyl, and secondary amino,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

$(C_1\text{-}C_6)$alkyl,

$(C_1\text{-}C_6)$perhaloalkyl,

$(C_1\text{-}C_6)$alkoxy,

$(C_1\text{-}C_6)$alkyloxy-$(C_1\text{-}C_6)$alkoxy,

mono-$((C_1\text{-}C_6)$alkyl)amino,

di$((C_1\text{-}C_6)$alkyl)amino,

mono-$((C_1\text{-}C_6)$alkyl)amino$(C_1\text{-}C_6)$alkyl,

di$((C_1\text{-}C_6)$alkyl)amino$(C_1\text{-}C_6)$alkyl,

amino$(C_1\text{-}C_6)$alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy,

benzenesulfonamido,

substituted benzenesulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$perhaloalkyl, and $(C_1\text{-}C_6)$alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$perhaloalkyl, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkyloxy-$(C_1\text{-}C_6)$alkoxy, mono-

($(C_1$-$C_6)$alkyl)amino, di($(C_1$-$C_6)$alkyl)amino, mono-($(C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl, and di($(C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl,

benzylamino$(C_1$-$C_6)$alkyl,

dibenzylamino$(C_1$-$C_6)$alkyl,

substituted benzylamino$(C_1$-$C_6)$alkyl chosen from mono-, di-, and tri-substituted benzylamino$(C_1$-$C_6)$alkyl wherein the substituents on the benzyl are chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino$(C_1$-$C_6)$alkyl chosen from mono-, di-, and tri-substituted dibenzylamino$(C_1$-$C_6)$alkyl wherein the substituents on each of the benzyls are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino$(C_1$-$C_6)$alkyl, and

heteroaryl linked to the heteroaryl by a group chosen from ether, sulfide, $(C_1$-$C_3)$carbonyl, and secondary amino,

heteroaryloxyphenyl,

substituted heteroaryloxyphenyl chosen from mono-, di-, and tri-substituted heteroaryloxyphenyl wherein the substituents are independently chosen hydroxy, nitro, cyano, amino, halo, sulfonamido, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$perhaloalkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkyloxy-$(C_1$-$C_6)$alkoxy, mono-($(C_1$-$C_6)$alkyl)amino, di($(C_1$-$C_6)$alkyl)amino, and amino$(C_1$-$C_6)$alkyl,

phenyloxyphenyl,

substituted phenyloxyphenyl chosen from mono-, di-, and tri-substituted phenyloxyphenyl wherein the substituents are independently chosen hydroxy, nitro, cyano, amino, halo, sulfonamido, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$perhaloalkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkyloxy-$(C_1$-$C_6)$alkoxy, mono-($(C_1$-$C_6)$alkyl)amino, di($(C_1$-$C_6)$alkyl)amino, and amino$(C_1$-$C_6)$alkyl,

4-phenyl-1-piperazinyl,

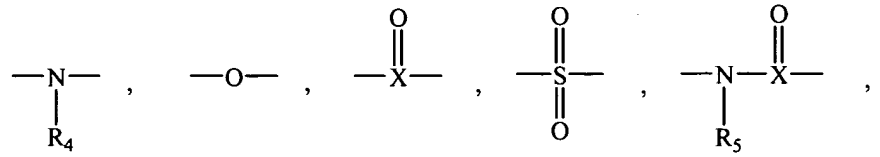
substituted 4-phenyl-1-piperazinyl chosen from mono-, di-, and tri-substituted 4-phenyl-1-piperazinyl wherein the substituents on the phenyl ring are chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$perhaloalkyl, $(C_1$-$C_6)$alkoxy, and $(C_1$-$C_6)$alkyloxy-$(C_1$-$C_6)$alkoxy,

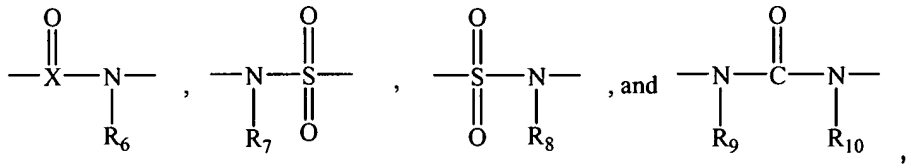
4-heteroaryl-1-piperazinyl, and

substituted 4-heteroaryl-1-piperazinyl chosen from mono-, di-, and tri-substituted 4-heteroaryl-1-piperazinyl wherein the substituents on the heteroaryl ring are chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, and ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy;

***provided that*** only one of $R_1$ and $R_2$ is chosen from hydrogen, straight chain ($C_1$-$C_7$)alkyl, and branched chain ($C_1$-$C_7$)alkyl;

$Z_1$ and $Z_2$ are independently chosen from





wherein

X is C; and

$R_4$–$R_{10}$ are independently chosen from

hydrogen,

straight chain ($C_1$-$C_6$)alkyl,

branched chain ($C_1$-$C_6$)alkyl,

phenyl,

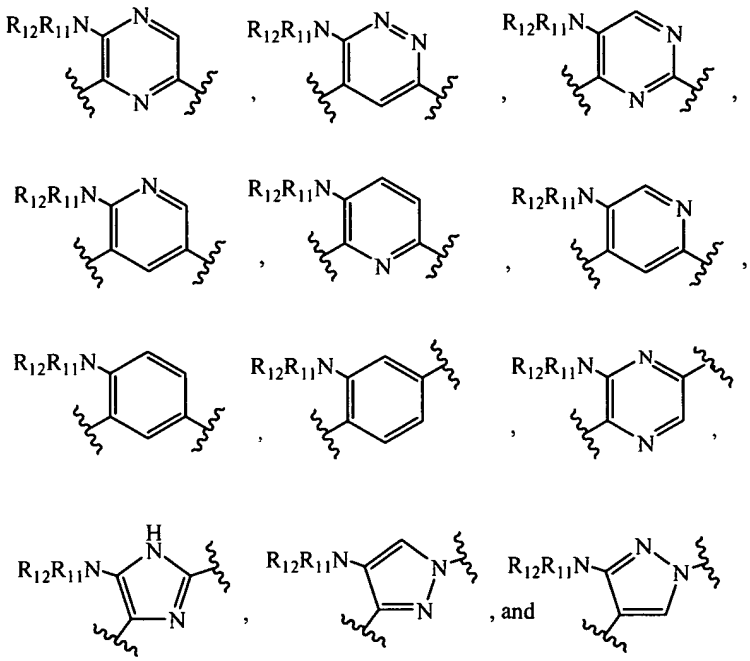
substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, and ($C_1$-$C_6$)perhaloalkyl,

heteroaryl, and

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, and halo;

each m is independently chosen from 0 and 1; and

W is a monocyclic ring chosen from



wherein

$R_{11}$ and $R_{12}$ are independently chosen from

hydrogen,

straight chain ($C_1$-$C_7$)alkyl,

branched chain ($C_1$-$C_7$)alkyl, in which the branched alkyl chains are allowed to also form a 3-7 member ring chosen from heteroalkyl and alkyl rings,

(cyclo($C_3$-$C_6$)alkyl)methyl,

($C_1$-$C_6$)perhaloalkyl,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$ alkyl),

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$ alkyl),

phenyl,

benzyl,

heteroaryl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substitutents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$perhaloalkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkyloxy-$(C_1$-$C_6)$alkoxy, mono-$((C_1$-$C_6)$alkyl)amino, di$((C_1$-$C_6)$alkyl)amino, mono-$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl, di$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl, and amino$((C_1$-$C_6)$alkyl),

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl wherein the substitutents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$perhaloalkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkyloxy-$(C_1$-$C_6)$alkoxy, mono-$((C_1$-$C_6)$alkyl)amino, di$((C_1$-$C_6)$alkyl)amino, mono-$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl, di$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl, and amino$((C_1$-$C_6)$alkyl),

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substitutents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$perhaloalkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkyloxy-$(C_1$-$C_6)$alkoxy, mono-$((C_1$-$C_6)$alkyl)amino, di$((C_1$-$C_6)$alkyl)amino, mono-$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl, di$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl, and amino$((C_1$-$C_6)$alkyl),

heteroaryloxyphenyl,

phenyloxyphenyl,

substituted heteroaryloxyphenyl chosen from mono-, di-, and tri-substituted heteroaryloxyphenyl wherein the substitutents are chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$perhaloalkyl, and $(C_1$-$C_6)$alkoxy,

substituted phenyloxyphenyl chosen from mono-, di-, and tri-substituted phenyloxyphenyl wherein the substitutents are chosen from

hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, and ($C_1$-$C_6$)alkoxy,

phenyl-piperazinyl,

heteroaryl-piperazinyl,

substituted phenyl-piperazinyl chosen from mono-, di-, and tri-substituted phenyl-piperazinyl wherein the substituents on the phenyl are chosen from hydroxy, nitro, cyano, amino, halo, and di($C_1$-$C_6$ alkyl)amino($C_1$-$C_6$ alkyl), and

substituted heteroaryl-piperazinyl,chosen from mono-, di-, and tri-substituted heteroaryl-piperazinyl,wherein the substituents on the heteroaryl are chosen from hydroxy, nitro, cyano, amino, halo, and di($C_1$-$C_6$ alkyl)amino($C_1$-$C_6$ alkyl).

23. (New) At least one chemical entity of claim 21, wherein

$R_1$ and $R_2$ are chosen from

hydrogen,

straight chain ($C_1$-$C_7$)alkyl,

branched chain ($C_1$-$C_7$)alkyl;

phenyl,

benzyl,

heteroaryl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

($C_1$-$C_6$)alkyl,

($C_1$-$C_6$)perfluoroalkyl,

($C_1$-$C_6$)alkoxy,

$(C_1$-$C_6)$alkyloxy-$(C_1$-$C_6)$alkoxy,

mono-$((C_1$-$C_6)$alkyl)amino,

di$((C_1$-$C_6)$alkyl)amino,

mono-$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl,

di$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl,

amino$(C_1$-$C_6)$alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1$-$C_6)$alkyl, and $(C_1$-$C_6)$alkoxy,

benzenesulfonamido,

substituted benzensulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$perhaloalkyl, and $(C_1$-$C_6)$alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and trisubstituted heteroaryl wherein the substituents are chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

$(C_1$-$C_6)$alkyl,

$(C_1$-$C_6)$perfluoroalkyl,

$(C_1$-$C_6)$alkoxy,

$(C_1$-$C_6)$alkyloxy-$(C_1$-$C_6)$alkoxy,

mono-$((C_1$-$C_6)$alkyl)amino,

di$((C_1$-$C_6)$alkyl)amino,

mono-$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl,

di$((C_1$-$C_6)$alkyl)amino$(C_1$-$C_6)$alkyl,

benzylamino($C_1$-$C_6$)alkyl,

dibenzylamino($C_1$-$C_6$)alkyl,

substituted benzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted benzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted dibenzylamino($C_1$-$C_6$)alkyl wherein the substituents on each of the benzyls are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino($C_1$-$C_6$)alkyl, and

heteroaryl linked to the phenyl by a group chosen from ether, sulfide, ($C_1$-$C_3$)carbonyl, and secondary amino,

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl wherein the substituents are chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

($C_1$-$C_6$)alkyl,

($C_1$-$C_6$)perfluoroalkyl,

($C_1$-$C_6$)alkoxy,

($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

amino($C_1$-$C_6$)alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1-C_6)$alkyl, and $(C_1-C_6)$alkoxy,

benzenesulfonamido,

substituted benzensulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, $(C_1-C_6)$alkyl, $(C_1-C_6)$perhaloalkyl, and $(C_1-C_6)$alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and trisubstituted heteroaryl wherein the substituents are chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

$(C_1-C_6)$alkyl,

$(C_1-C_6)$perfluoroalkyl,

$(C_1-C_6)$alkoxy,

$(C_1-C_6)$alkyloxy-$(C_1-C_6)$alkoxy,

mono-$((C_1-C_6)$alkyl)amino,

di$((C_1-C_6)$alkyl)amino,

mono-$((C_1-C_6)$alkyl)amino$(C_1-C_6)$alkyl,

di$((C_1-C_6)$alkyl)amino$(C_1-C_6)$alkyl,

benzylamino$(C_1-C_6)$alkyl,

dibenzylamino$(C_1-C_6)$alkyl,

substituted benzylamino$(C_1-C_6)$alkyl chosen from mono-, di-, and tri-substituted benzylamino$(C_1-C_6)$alkyl wherein the substituents on the benzyl are chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted dibenzylamino($C_1$-$C_6$)alkyl wherein the substituents on each of the benzyls are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino($C_1$-$C_6$)alkyl, and

heteroaryl linked to the benzyl by a group chosen from ether, sulfide, ($C_1$-$C_3$)carbonyl, and secondary amino,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

($C_1$-$C_6$)alkyl,

($C_1$-$C_6$)perfluoroalkyl,

($C_1$-$C_6$)alkoxy,

($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

amino($C_1$-$C_6$)alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, and ($C_1$-$C_6$)alkoxy,

benzenesulfonamido,

substituted benzensulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are chosen from

hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, and ($C_1$-$C_6$)alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and trisubstituted heteroaryl wherein the substituents are chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

($C_1$-$C_6$)alkyl,

($C_1$-$C_6$)perfluoroalkyl,

($C_1$-$C_6$)alkoxy,

($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

benzylamino($C_1$-$C_6$)alkyl,

dibenzylamino($C_1$-$C_6$)alkyl,

substituted benzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted benzylamino($C_1$-$C_6$)alkyl wherein the substituents on the benzyl are chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted dibenzylamino($C_1$-$C_6$)alkyl wherein the substituents on each of the benzyls are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino($C_1$-$C_6$)alkyl, and

heteroaryl linked to the heteroaryl by a group chosen from ether, sulfide, ($C_1$-$C_3$)carbonyl, and secondary amino,

heteroaryloxyphenyl,

phenyloxyphenyl,

substituted heteroaryloxyphenyl chosen from mono-, di-, and tri-substituted heteroaryloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, and amino($C_1$-$C_6$)alkyl,

substituted phenyloxyphenyl chosen from mono-, di-, and tri-substituted phenyloxyphenyl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, and amino($C_1$-$C_6$)alkyl,

4-phenyl-1-piperazinyl,

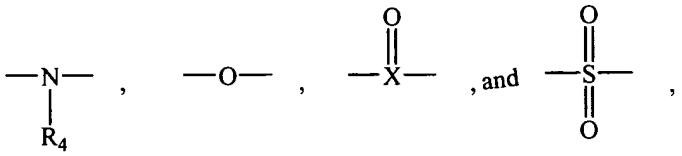
4-heteroaryl-1-piperazinyl,

substituted 4-phenyl-1-piperazinyl chosen from mono-, di-, and tri-substituted 4-phenyl-1-piperazinyl wherein the substituents on the phenyl are chosen from hydroxy, nitro, cyano, amino, and halo, and

substituted 4-heteroaryl-1-piperazinyl chosen from mono-, di-, and tri-substituted 4-heteroaryl-1-piperazinyl wherein the substituents on the heteroaryl are independently chosen from hydroxy, nitro, cyano, amino, and halo;

***provided that*** only one of $R_1$ and $R_2$ is chosen from hydrogen, straight chain ($C_1$-$C_7$)alkyl, and branched chain ($C_1$-$C_7$)alkyl;

$Z_1$ and $Z_2$ are each independently chosen from



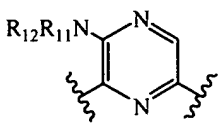
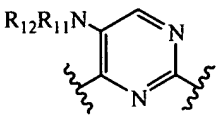
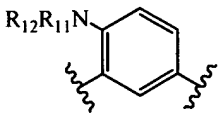
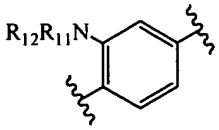
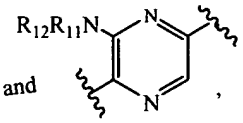
wherein

X is C; and

$R_4$–$R_{10}$ are independently chosen from hydrogen, straight chain ($C_1$-$C_6$)alkyl, and branched chain ($C_1$-$C_6$)alkyl;

each m is independently chosen from 0 and 1; and

W is a monocyclic ring chosen from





, and


wherein

$R_{11}$ and $R_{12}$ are independently chosen from

hydrogen,

straight chain ($C_1$-$C_7$)alkyl,

branched chain ($C_1$-$C_7$)alkyl, in which the branched alkyl chains are allowed to also form a 3-7 member ring chosen from heteroalkyl and alkyl rings;

phenyl,

benzyl,

heteroaryl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perfluoroalkyl, and ($C_1$-$C_6$)alkoxy,

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perfluoroalkyl, and ($C_1$-$C_6$)alkoxy,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perfluoroalkyl, and ($C_1$-$C_6$)alkoxy,

heteroaryloxyphenyl,

phenyloxyphenyl,

substituted heteroaryloxyphenyl chosen from mono-, di-, and tri-substituted heteroaryloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, and ($C_1$-$C_6$)alkoxy, and

substituted phenyloxyphenyl chosen from mono-, di-, and tri-substituted phenyloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, and ($C_1$-$C_6$)alkoxy.

24. (New) At least one chemical entity of claim 21 wherein

$R_1$ and $R_2$ is chosen from

hydrogen,

phenyl,

benzyl,

heteroaryl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are independently chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

($C_1$-$C_6$)alkyl,

($C_1$-$C_6$)perfluoroalkyl,

($C_1$-$C_6$)alkoxy,

($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

di(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

amino($C_1$-$C_6$)alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, and ($C_1$-$C_6$)alkoxy,

benzenesulfonamido,

substituted benzenesulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, and ($C_1$-$C_6$)alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are independently chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

($C_1$-$C_6$)alkyl,

($C_1$-$C_6$)perfluoroalkyl,

($C_1$-$C_6$)alkoxy,

($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy,

mono-(($C_1$-$C_6$)alkyl)amino,

di(($C_1$-$C_6$)alkyl)amino,

mono-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

di-(($C_1$-$C_6$)alkyl)amino($C_1$-$C_6$)alkyl,

benzylamino($C_1$-$C_6$)alkyl,

dibenzylamino($C_1$-$C_6$)alkyl,

substituted benzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted benzylamino($C_1$-$C_6$)alkyl wherein the

substituents are independently chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino($C_1$-$C_6$)alkyl chosen from mono-, di-, and tri-substituted dibenzylamino($C_1$-$C_6$)alkyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino($C_1$-$C_6$)alkyl, and

heteroaryl linked to the phenyl by a group chosen from ether, sulfide, ($C_1$-$C_3$)carbonyl, and secondary amino,

phenyloxyphenyl, and

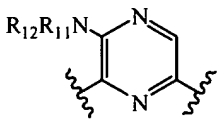
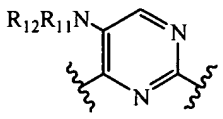
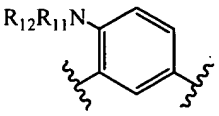
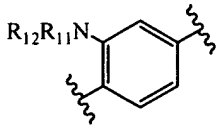
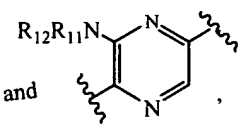
substituted phenyloxyphenyl chosen from mono-, di-, and tri-substituted phenyloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, ($C_1$-$C_6$)alkoxy, ($C_1$-$C_6$)alkyloxy-($C_1$-$C_6$)alkoxy, mono-(($C_1$-$C_6$)alkyl)amino, di(($C_1$-$C_6$)alkyl)amino, and amino($C_1$-$C_6$)alkyl;

***provided that*** only one of $R_1$ and $R_2$ is hydrogen;

$Z_1$ and $Z_2$ are -NH-;

each m is independently chosen from 0 and 1; and

W is a monocyclic ring chosen from

wherein

$R_{11}$ and $R_{12}$ are independently chosen from

hydrogen,

straight chain ($C_1$-$C_7$)alkyl,

branched chain ($C_1$-$C_7$)alkyl,

phenyl,

benzyl,

heteroaryl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perfluoroalkyl, and ($C_1$-$C_6$)alkoxy,

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perfluoroalkyl, and ($C_1$-$C_6$)alkoxy,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perfluoroalkyl, and ($C_1$-$C_6$)alkoxy,

phenyloxyphenyl, and

substituted phenyloxyphenyl chosen from mono-, di-, and tri-substituted phenyloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)perhaloalkyl, and ($C_1$-$C_6$)alkoxy.

25. (New) At least one chemical entity chosen from:

4-methyl-N-(3-{4-[methyl-(4-trifluoromethylbenzyl)-amino]-pyrimidin-2-yl}-phenyl)-benzamide;

5-bromo-N3-(2-methoxybenzyl)-pyrazine-2,3-diamine;

(4-{6-[(4-chlorobenzyl)-methylamino]-pyrazin-2-yl}-phenyl)-piperidin-1-yl-methanone;

(4-chlorobenzyl)-[6-(3-dibenzylamino-phenyl)-pyrimidin-4-yl]-methyl-amine;

N-(3-{4-[(4-methoxybenzyl)-methylamino]-pyrimidin-2-yl}-phenyl)-4-methylbenzamide;

and pharmaceutically acceptable salts, hydrates, solvates, crystal forms, diasteromers, and prodrugs thereof.

26. (New) At least one chemical entity of claim 25 wherein in an in vitro assay of kinase modulation, the at least one chemical entity exhibits an $IC_{50}$ value less than or equal to 25 micromolar.

27. (New) A pharmaceutical composition comprising at least one chemical entity of claim 25 and at least one vehicle chosen from pharmaceutically acceptable carriers and excipients.

28. (New) A method of treating a kinase-implicated condition in a mammal, comprising administering to the mammal a therapeutically effective amount of at least one chemical entity of claim 25.

29. (New) The method of claim 28 wherein the mammal is a human.

30. (New) The method of claim 28 wherein the mammal is chosen from dogs and cats.

31. (New) The method of claim 28 wherein the mammal is a livestock animal.

32. (New) A method for identifying a kinase, comprising contacting an organism, cell, or preparation comprising the kinase with at least one chemical entity of claim 25 and detecting modulation of an activity of the kinase.